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Our Story

XO Communications is a full service provider of communication services, dedicated to world-class, 24x7 customer care and to providing simple solutions for all businesses – from ones just starting to grow to Fortune 500 companies.

XO™: a unique name for a unique company.

By "unique," we mean:

- we are customer-centric
- we have a robust product portfolio,
- we have a leadership team of seasoned telecommunications professionals and
- we have the financial resources to ensure we're here for the long haul.

Together, these pieces help XO realize its vision of redefining telecommunications by putting our customers at the center. That's why we're "not just talk." It's a promise of who we are and what we deliver as a company.

Proven Financial Stability

XO has a solid business plan that continually attracts investors.

For example, Forstmann Little and TELMEX have signed a definitive agreement to invest $400 million each – $800 million total – in XO. Forstmann Little, aside from this $400 million investment, has already made a $1.5 billion investment in XO. Forstmann Little has investments in such profitable companies as Gulf Stream, General Instrument and Ziff Davis Publishing – and we believe that Forstmann Little is committed to seeing this business become profitable as well.

TELMEX is a world-class, full-service telecommunications company based in Mexico City with a presence in the United States, Puerto Rico and Brazil. Formerly owned by the Mexican Government, TELMEX was privatized in 1990 and is positioned to remain at the forefront of telecommunications in the Americas.

What do we spend all that money on?

1. Network Assets

Network assets allow us to create solutions that help you solve your business problems.

The organic growth of our network has been our key achievement that allows us to deliver products and services to you, simply and cost-effectively.

In 1994, XO began building metropolitan fiber networks. Over the years, we've grown to serve more than 60 markets with metro fiber.

years, we've grown to serve more than 60 markets with metro fiber. This means XO is able to provision the "last mile," giving us full control over our network ensuring the highest levels of oversight and security. The XO network also includes:

- 2000 on-network buildings
- Access to an additional 63,000 buildings
- Fixed wireless licenses covering 95% of the top U.S. business markets
- 5 data centers and a 24x7x365 network operations center
- 380-plus DSL access points
- 200+ Tier One peering Points of Presence (POPs).
- OC-192 backbone covering the U.S.
- **Total fiber**: approximately 1,140,000 miles

2. Customer Support Systems

At XO, we've made a big commitment to – and investment in – customer care. We believe you deserve to talk to live human beings

That's why XO offers 24x7 live support and dedicated care representatives for Enterprise customers. But we also know that not all customers want to talk to someone; that's why we offer online tools as another component of the systems that make XO unique.

Equally, XO believes it's critical to have systems behind our employees to support them in helping you. So we make a strong investment in the tools to make our folks effective – and to make sure your expectations are fully met.

3. Products

Our comprehensive product suite ensures we have the flexibility to meet your needs at all stages of your business growth.

Our portfolio includes:

- a suite of Voice offerings that includes inbound and outbound services as well as calling card and conferencing,
- a variety of Internet Access choices,
- Private Data Networking services that designed to meet all of your networking needs,
- a comprehensive set of Hosting Services and
- Integrated Services like our market-leading XOptions™

And, because we own our network assets, our services are delivered with 100% accountability.

So whether your needs are on a product-by-product basis or by industry needs, XO can give you what you need, simply – and with the choice and flexibility to meet those needs.

See also:

XO Network
Product Portfolio
Board of Directors

Executive Management

PRIVACY LEGAL INFO

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XO™ Network

Overview

The XO™ IP network consists of three main network elements:

- A core **OC-192** (10Gb) IP backbone
- Peering infrastructure to the Internet
- Dedicated Internet Access (DIA) and Digital Subscriber Line (DSL) access POPs in the local markets

View Network Map

Core OC-192 IP Backbone

The core of the North American XO backbone is a mesh of OC-192 circuits, connecting the XO Peering POPs and XO Data Centers

XO has completed an OC-192 IP backbone that runs completely across its own Inter-city facilities. Using a mesh of physically diverse OC-192 circuits, this backbone interconnects our five data centers in the United States with multiple high-capacity peering interconnections. Additionally, XO offers DIA, DSL and Dial customers enhanced Internet connectivity by connecting each DIA market to the OC-192 backbone with dual OC-12c SONET-protected *circuits*. *This network design delivers our* customers' maximum end-to-end throughput, as well as high levels of protection and redundancy. The XO OC-192 backbone is an advanced IP network design ensuring scalability to accommodate our growth in the future as well as the added benefit of no single IP point of failure past the customers' access port. In addition because the XO OC-192 IP network backbone and market connections are run end-to-end across XO facilities, XO can quickly resolve any problems that may occur without any delays. This design eliminates many of the common failure points found in older network designs. The XO OC-192 backbone was designed with this efficiency and redundancy in order to meet our customers' future IP needs.

Peering Infrastructure

XO is a Tier-1 Internet backbone provider in the United States and has over 100 public and private peering arrangements with other large Internet backbones. As one of only a handful of Tier-1 Internet providers in the world, XO is constantly improving its peering infrastructure to benefit our customers. Today, those advantages include:

- Multiple and geographically redundant dedicated connections to other Tier-1 Internet backbones. Dedicated or private connections mean traffic exchanges between the XO backbone and the peering partner's backbone only. Customers will directly benefit from packets to and from the peering networks reaching their end destination quickly and without any loss.
- XO peering relationships are monitored and maintained 24x7 and upgraded as needed.
- Quality control of the XO network and independence from relying on another network for Internet connectivity.

Connectivity from Internet Access POPs to the XO™ backbone

XO currently offers Dedicated Internet Access (DIA) connections in **36 Metro POPs in 31 markets** and Digital Subscriber Line (DSL) connections in **45 markets**. All DIA markets are connected to the closest OC-192 IP Core Node. This connectivity is accomplished with **dual SONET-protected OC-12C circuits** for a **minimum of 1.2Gbps** of connectivity into each DIA market.*

Data Centers

XO has five data centers in the United States:

- San Jose, CA
- Fremont, CA
- Irvine, CA
- Chicago, IL
- Secaucus, NJ.

All XO data centers are connected to at least two different OC-192 IP Core Node and have multiple and diverse fiber paths into the data center.

Take a Virtual Tour of our data centers

Metro Fiber Connectivity

The **XO Metro Area Networks (MANs)** are the primary weapons in our arsenal of assets that provide an invaluable access to the end customer, an ability to control customer traffic and an efficient data transfer to the Inter-city network. The XO domestic and Metro Area Networks spans **spans 430,000 fiber miles throughout 40 major US cities**, including the largest 30 cities in the United States.

These MANs provide XO with an unparalleled means to differentiate itself from non-facilities based providers, or long haul providers, that do not have access to the end customer. The XO state-of-the-art Metro Area Networks enables XO to offer such dynamic products as Ethernet Services and **Dense Wave Division Multiplexing (DWDM)**

Ethernet Services and **Dense Wave Division Multiplexing (DWDM)** that carry data faster and more efficiently than our competition.

Wireless Spectrum

XO owns the largest footprint of fixed wireless spectrum, which covers 95% of the population in the top 30 U.S. cities. The frequency of the spectrum is 28-GHz and allows XO to offer broadband access services using ***Local to Multipoint Distribution System (LMDS)*** technology. This product enables XO to bypass the Regional Bell Operating Companies (RBOCs) and provide direct access to our end customers.

The Inter City Fiber Network

XO has deployed an OC-192 (10 Gbps) network using DWDM routing technology. This **inter-city network spans 16,000 route miles** across the continental United States. The extensive Inter-city and Metro reach of the XO fiber network affords XO the unprecedented ability to manage customer data from the point of access to the point of termination. Owning such a vast network facility gives XO the power to scale immediately to meet customer demand, quickly respond to network issues and control prices charged to customers.

FOOTNOTES:

* The Minneapolis and Spokane market are connected via dual OC-3c circuits, for more than 300 Mbps of connectivity.

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INDIRECT SALES CHANNEL

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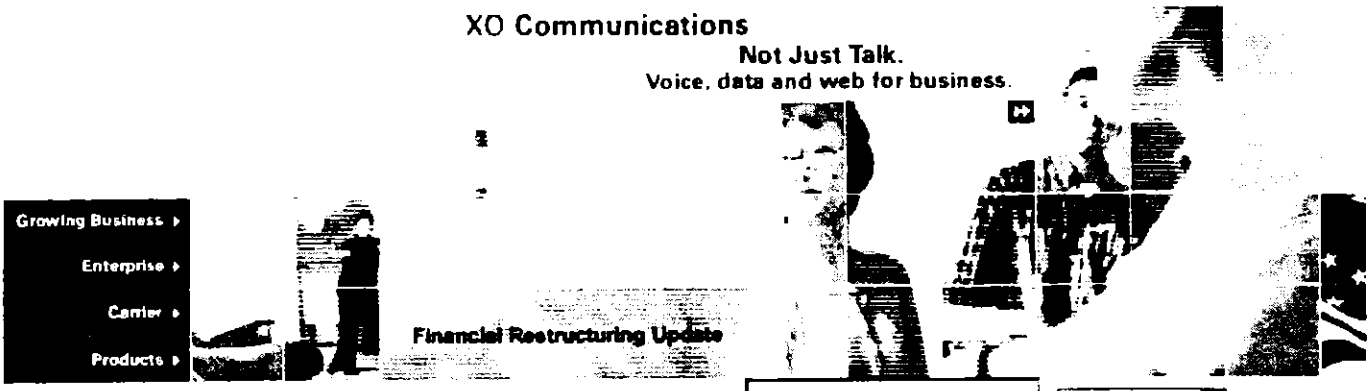
Not Just Talk.

Voice, data and web for business.



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NEWS 09/19/2002

Court Approves XO Reorganization Plan more

XO Communications Announces Second Quarter Results more

XO Restructuring Plan Achieves Several Important Milestones more

All News

XO™ Advanced Directory

Internet-based directory with over 145 million definitively accurate listings more

It pays to have connections

Send us business referrals for a reward bonus through **XO™ Business Connections**. more

XO™ DSL Special Offer

Sign up for Business DSL today and receive your 1st month free saving you up to $349 more

Save on XO™ Conferencing

XO invites you to Conference on us! Free Conference Call up to 400 participant minutes. more

Manage your account online

Access and pay your bill or contact Care through the **XO™ Business Center**. more see a demo

Featured product: XO™ Hosted Microsoft® Exchange

For businesses that want the full functionality of Microsoft Exchange 2000's messaging and online collaboration solution but don't want the administrative burden, check out XO™ Hosted Microsoft® Exchange. Hosted Microsoft® Exchange can take the hassles of managing an email system from your desk to ours. more

PRIVACY LEGAL INFO Access Numbers

XO™ Product Portfolio

Voice Services	Internet Access	Private Data Networking	Hosting Services	Integrated Services
Maximize the full potential of voice communications to strengthen your business.	A wide variety of secure access and end-to-end connections to and through the Internet.	Scalable data networks that provide redundancy and security while delivering information at anytime from anywhere.	A variety of IT capabilities designed to create, support and manage a company's presence on the Internet.	Generous bandwidth capabilities and a wide array of voice and data services bundled to provide focused, consistent solutions.
• Local Services • Long Distance • Calling Card • Conferencing Services • Toll-Free • Inbound PRI • ISDN PRI • IVR • Advanced Directory	• DSL • Dedicated Internet Access • Dial Access	• VPN • Private Line • Ethernet Services • Wavelength Services • SONET Services	• Web Sites • Managed Hosting • Hosted Microsoft Exchange	• XOptions™ • Integrated Access • Building-centric Solutions • Telco Collocation

< BACK

- LOCAL SERVICES
  - Basic Business Lines
  - Business Trunks
  - Centrex
  - Voice Messaging
  - ISDN Service
  - Directory Assistance and Operator Services
- LONG DISTANCE
- CALLING CARD
- CONFERENCING SERVICES
- TOLL-FREE
- INBOUND PRI
- ISDN PRI
- IVR
- ADVANCED DIRECTORY

XO™ Local Services

XO™ Has a Local Service Solution to Fit Your Business Needs

With XO™, you get a wide range of reliable local service offerings at competitive rates. From business lines to digital T-1 solutions, from three-way calling to message routing, XO Local Services are available on a **nationwide basis**. If you have multiple locations in various XO markets you will be able to buy the same products everywhere XO serves, making it easier to do business with XO. So whether you need a Business Trunk in New York or a Centrex line in California, you can find it all with **one supplier**, with **one point of contact**, all on **one bill**.

Product Family

- Basic Business Lines
- Business Trunks
- Centrex
- Voice Messaging
- ISDN Service
- Directory Assistance and Operator Services

Maximize your savings potential with National Local.

Features and Benefits

- A complete range of local services
- Standardized product features and functionality
- Nationwide offering -- available in one market or in many
- High-quality calling, productivity-enhancing options and voice mail features
- Competitive pricing
- Single invoice

Benefits for Existing XO Local Service Customers

Product Summaries

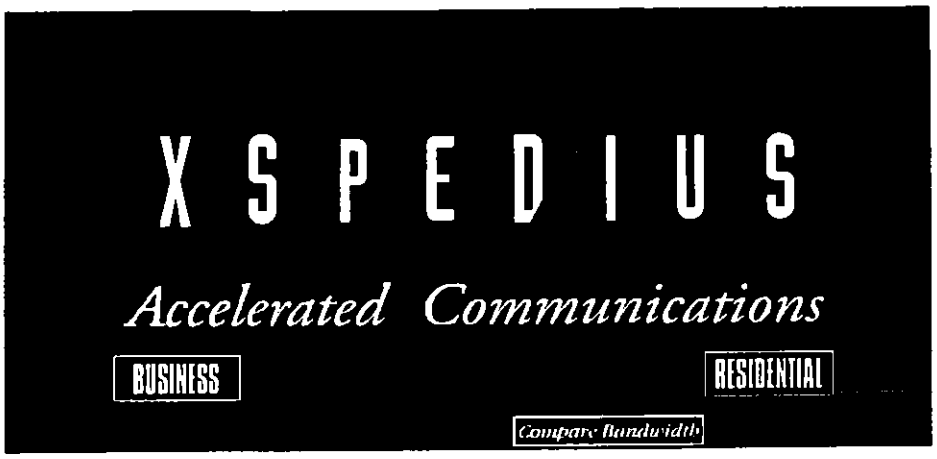
- Local Services
- National Local

User Guides

- Basic Business Lines
- Centrex

Service installation obligations for **Illinois customers**

Type in your question here: SEARCH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RESIDENTIAL
Compare Bandwidth

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Residential Solutions | Service Areas

CHECK FOR SERVICE AVAILABILITY IN YOUR AREA

BUSINESS | RESIDENTIAL

Service Areas

Louisiana

Tennessee

North Carolina

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CHECK FOR SERVICE AVAILABILITY IN YOUR AREA -

BUSINESS | RESIDENTIAL

Residential Solutions | Service Areas

TENNESSEE

Xspedius is currently offering service to residences in the following areas. What area is your residence located in?

Brentwood TN
Memphis TN
Murfreesboro TN
Nashville TN

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Residential Solutions | Service Areas

CHECK FOR SERVICE AVAILABILITY IN YOUR AREA

BUSINESS | RESIDENTIAL

TENNESSEE

Nashville TN

800-737-7345

Xspedius is offering the following services to residences. Click on a service for more information.

Residential Line	Now Available

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PRODUCTS AND SERVICES | SERVICE AREAS

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CHECK FOR SERVICE AVAILABILITY IN YOUR AREA -

BUSINESS | RESIDENTIAL

Residential Solutions | Residential Line

Features and Benefits Packages

What is the Xspedius Residential Line? It is equal to or better than the telephone service you as a residential customer subscribe to through your current provider. You have a choice of local and long distance carriers and Xspedius understands this. With our Residential Voice Line, we have bundled together competitive local and long distance packages that will save you money and be billed on one monthly statement.

Features and Benefits

- Price
- Convenience
- Performance
- Reliability

Packages

- Residential Line & 100 Free Minutes
- Residential Line, 100 Free Minutes & LD Saver
- Additional Features

Residential Solutions | Residential Line

Features and Benefits Packages

Packages

Residential Line & 100 Free Minutes

- One Local Access Line
- One Residential Listing
- Call Waiting
- Three Way Calling
- Caller ID Name and Number
- Speed Calling
- Call Forwarding
- Call Block
- Call Return
- Voice Mail
- 100 free minutes long distance
- After free minutes at 9 cpm

Residential Line, 100 Free Minutes & LD Saver

- One Local Access Line
- One Residential Listing
- Call Waiting
- Three Way Calling
- Caller ID Name and Number
- Speed Calling
- Call Forwarding
- Call Block
- Call Return
- Voice Mail
- 100 free minutes long distance
- Long Distance Saver - after minutes at 6 cpm

Additional Features

- Personal Toll Free Service

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View-N-Pay

Pay your Xspedius bill on-line!

Business Solutions Voice




Local Service | Long Distance Service | PRI Service

CHECK FOR SERVICE AVAILABILITY IN YOUR AREA

BUSINESS | RESIDENTIAL

Local Service

Xspedius has a solution for all of your communications needs: from telephone lines to high-speed voice trunks. You can also select from an array of features that will help you improve the efficiency of your day-to-day operations as well as save you money.

Additionally, we understand that there are certain services that you rely on to help you contain your telecommunications cost, so we've included them at no extra cost.

Also, we offer a local calling area that, in many of our markets, is better than that of the incumbent telephone company's local calling area. By having a larger calling area, you're able to better control and manage your telecommunications costs. (more)

Long Distance Service

Long distance costs can account for a major portion of your voice services bill. With access to Xspedius Long Distance network, you can control and manage your long distance costs more efficiently. Xspedius offers 1+, Toll Free and Calling Card services as well as other services. (more)

PRI Service

Looking for a way to improve the efficiency of your T1s? With PRI Service, your T1s can process and manage voice and data needs much more efficiently. In addition, PRI Service positions your business for future telecommunications service enhancements.(more)

XSPEDIUS

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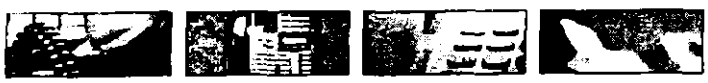
View-N-Pay

Pay your Xspedius bill on-line!

CHECK FOR SERVICE AVAILABILITY IN YOUR AREA

BUSINESS | RESIDENTIAL

Business Solutions | Voice



Local Service | Long Distance Service | PRI Service

Local Service

Line Service

Need to manage your incoming/outgoing calls more efficiently than you have in the past? With Xspedius' Enhanced Line Service, you will be able to use Calling Features such as Hunting, Call Waiting, Call Forwarding, and many other features that allow you to manage your calls more efficiently.

Xspedius Line Service is suitable for small and medium businesses or just need to add lines for fax machines or modems. All of our lines include Touchtone, Toll Restriction and 900/976 Blocking.

Digital Trunk Service

No matter what your telecommunication needs for trunks are, they can be configured to accept outgoing calls only, incoming calls or to handle both incoming and outgoing call traffic. Also, certain Calling Features can be assigned to your trunks that help your business efficiently manage the call flow. Digital Trunk Service is ideal for businesses that have complex business systems such as PBXs or hybrid key systems.

Enhanced DID Trunk Service

Enhanced DID Trunk Service allows you to provide individual telephone numbers for each of your employees that will improve the efficiency of your day-to-day business operations by reducing administrative and business system costs.

Voice Mail

Tired of playing 'telephone tag' with co-workers and business colleagues? Use Voice Mail Service from Xspedius to conduct business with vendors, suppliers and other business colleagues who may be located in other time zones or unable to reach during regular business hours

Calling Features

Click Here to download complete instructions.

Hunting — Permits an incoming call to be redirected to an idle telephone

number in a hunting group.

Remote Access to Call Forwarding — This feature provides the capability to activate and deactivate Call Forwarding remotely from any line/equipment capable of touchtone signaling.

Call Waiting — Provides the user, busy on a call, with a private signal which alerts him to an unanswered call waiting to be completed to his number. The user may, then, hold the existing call, answer the incoming call and alternately talk on both calls until one has been terminated. If needed, Call Waiting can be cancelled for the duration of the first call made after the Cancel Call Waiting code is entered. Or using Three-Way calling, Call Waiting may be cancelled during a call. Call Waiting is restored automatically on termination of the call.

Call Forwarding, Variable — Provides for transferring incoming calls to another telephone number by dialing a code and the telephone number of the service to which calls are to be transferred.

Call Forwarding, Busy — Provides for calls terminating to a subscriber's busy directory number to be forwarded to another telephone number on a premise other than the provisioned premises. The customer selected forward-to telephone number is preprogrammed at the time service is established and can only be changed via a service order.

Call Forwarding, Don't Answer — Provides for calls terminating to a subscriber's idle directory number to be forwarded, after a customer pre-selected interval, to another telephone number. The customer selected forward-to telephone number is preprogrammed at the time service is established and can only be changed via a service order.

Three Way Calling — Permits an existing call to be put on hold, and by dialing, a second telephone call can be established and added to the connection.

Caller ID Name* and Number Delivery — Enables the customer to view on a display unit the Directory Number (DN) and Directory Name of incoming calls. Calling number is displayed between the 1st and 2nd ring the called party hears. In most situations, if the call originates from a PBX or a Multi-Line Hunt Group, only the main telephone number will be displayed.

* Calling Name Delivery is not available in all areas.

TAB 6

TRA ACTIONS TO OPEN LOCAL MARKETS TO COMPETITION

OVERVIEW

The TRA has taken its responsibilities under the Telecommunications Act of 1996 very seriously and has devoted enormous time and resources to implementing the Act's requirements in Tennessee. In addition to conducting a number of generic proceedings, the TRA has also conducted numerous interconnection arbitrations between CLECs and BellSouth over the last six years. Attached are summary descriptions of some of the other key arbitration proceedings undertaken by the TRA.

TRA proceedings setting UNE and resale rates are summarized at Tab 7. Performance Measurements and Penalty (SEEMS) Plan proceedings and Tennessee performance data are summarized at Tab 8. The TRA's OSS proceedings are summarized at Tab 9.

INTERCONNECTION ARBITRATIONS

A *Interconnection Agreement Negotiations Between AT&T of the South Central States, Inc. and BellSouth Telecommunications, Inc. Pursuant to 47 U.S.C. § 252*
Docket No. 96-01152

In its first interconnection arbitration, the TRA issued a 41 page First Order of Arbitration Awards on November 25, 1996 and a 63 page Second and Final Order of Arbitration Awards on January 23, 1997 to resolve some 31 issues. Some of the issues addressed in this Order included: identifying services provided by BellSouth that should be excluded from resale; terms and conditions to be applied to the resale of BellSouth services; standards for performance metrics, service restoration and quality assurance related to services provided by BellSouth for resale and for network elements provided to AT&T by BellSouth; the development of real-time and interactive access via electronic interfaces for unbundled network elements as requested by AT&T to perform pre-ordering, ordering, provisioning, maintenance/repair and billing functions; providing access for AT&T to BellSouth's directory assistance database; identifying what should be considered to be network elements, capabilities or functions and, if so, was it technically feasible for BellSouth to provide these elements to competitive local providers; should AT&T be allowed to combine unbundled network elements in any manner it chooses; must BellSouth make its rights-of-way, poles, ducts and conduits available to AT&T on terms and conditions equal to that which it provides itself; number portability solutions; and interim rates for unbundled network elements.

The interconnection agreement between BellSouth and AT&T was submitted to the TRA on February 24, 1997 in accordance with the TRA's Second and Final Order of Arbitration Awards entered on January 23, 1997 and the TRA approved the interconnection agreement on March 25, 1997. On March 24, 1997, BellSouth filed an appeal of one issue in United States District Court. In light of a new pending arbitration and other proceedings before the TRA, the appeal was dismissed voluntarily.

B. *Petition of Brooks Fiber Communications of Tennessee, Inc. for Arbitration of the Rates, Terms and Conditions of Interconnection with BellSouth Telecommunications, Inc., Pursuant to Section 252(b) of the Telecommunications Act of 1996*
Docket No. 96-01223

On August 6, 1996 Brooks Fiber filed its Petition for Arbitration with BellSouth consisting of 4 issues. On September 4, 1996 Brooks Fiber filed a Motion to Consolidate the arbitration with the AT&T, MCI and ASCI arbitration. The TRA granted the Motion to Consolidate on September 27, 1996. The Brooks Fiber Interconnection Agreement was approved by the TRA on December 3, 1996 and an Amendment relating to the AT&T arbitration was approved on October 21, 1997.

C. *Petition of Arbitration of ITC^DeltaCom Communications, Inc., with BellSouth Telecommunications, Inc. Pursuant to the Telecommunications Act of 1996*
Docket No. 99-00430

On June 11, 1999 ITC^DeltaCom filed its Petition for Arbitration. The petition contained 73 issues, including sub-issues, most of which were resolved by agreement. Several additional issues were resolved at the Pre-Arbitration Conference held on August 4, 1999, leaving 17 issues open for resolution.

The TRA heard testimony related to the issues at a three-day hearing held from November 1, 1999 until November 3, 1999. The Arbitrators resolved most of the issues, but requested final best offers on 4 remaining issues in its Interim Order of Arbitration Award on August 11, 2000. The TRA adopted ITC^DeltaCom's final best offer and requested the parties to resubmit final best offers as to 1 outstanding issue in its Second Interim Order of Arbitration Award dated August 31, 2000. The Arbitrators deliberated all outstanding matters on February 6, 2001 and the TRA issued its Final Order of Arbitration on February 23, 2001.

On April 25, 2001 the parties jointly filed a Petition for Approval of the Interconnection Agreement. The TRA's Staff submitted Data Requests on May 25, 2001 and June 6, 2001. The TRA approved this agreement on June 26, 2001.

D. *Petition by e.spire Communications, Inc. and American Communication Services of Nashville, Inc., for Arbitration of an Interconnection Agreement with BellSouth Telecommunications, Inc. Pursuant to Section 252(b) of the Telecommunications Act of 1996*
Docket No. 98-00834

On November 25, 1998, e.spire filed a petition for arbitration seeking renegotiation of its existing agreement with BellSouth. At the TRA's Conference on January 19, 1999, the TRA approved e.spire's Petition for Arbitration. On April 1, 1999, e.spire filed a letter stating that an agreement had been reached with

BellSouth to settle and withdraw its Petition for Arbitration with the TRA. The TRA granted the Withdrawal of the Petition for Arbitration on August 13, 1999. The TRA approved the e.spire Interconnection Agreement on November 7, 2000.

E. *Petition by ICG Telecom Group, Inc. For Arbitration of an Interconnection Agreement With BellSouth Telecommunications, Inc. Pursuant to Section 252(b) of the Telecommunications Act of 1996*
Docket No. 99-00337

On May 27, 1999 ICG filed a Petition for Arbitration with BellSouth. The TRA heard this arbitration on November 22, 1999 and publicly deliberated the matter on March 14, 2000. Prior to the start of the deliberations, the parties informed the Arbitrators that all of the issues raised in the petition had been resolved except for Issue 4, involving the provision of enhanced extended loops and Issue 11, involving BellSouth's reliance on ICG's binding forecasts. On August 4, 2000 the Authority entered a Final Order of Arbitration. The parties were not able to agree on language for Issues 4 and 11 and on August 31, 2000 both parties filed documents containing proposed contract language regarding these two issues. On November 27, 2000 the TRA issued a Clarification of Final Order of Arbitration.

F. *Petition for Arbitration of the Interconnection Agreement Between BellSouth Telecommunications, Inc. and Intermedia Communications Inc. Pursuant to Section 252(b) of the Telecommunications Act of 1996*
Docket No. 99-00948

On December 7, 1999, BellSouth filed its Petition for Arbitration of the interconnection agreement with Intermedia Communications, Inc. pursuant to Section 252 of the Federal Telecommunications Act of 1996. The parties participated in mediation on April 19, 2000.

The Arbitrators conducted a hearing in this matter on September 19-20, 2000. As a result of these three events, the parties resolved all but 19 issues. The Arbitrators deliberated the merits of all outstanding issues, except issue 48, which relates to Performance Measurements on February 6, 2001. The TRA issued an Interim Order of Arbitration Award resolving all the remaining issues between the parties with the exception of Issue 48 on June 25, 2001.

The parties continued to participate in interconnection negotiations and entered into a Combination Interconnection Agreement so as to allow for the

immediate conversion of Intermedia's special access circuits to EELs by BellSouth. The TRA approved the interim Combination Interconnection Agreement on November 21, 2000. On October 9, 2001, the TRA allowed the final interconnection agreement to go into effect in 90 days.

G. *Petition by MCI for Arbitration of Certain Terms and Conditions of a Proposed Agreement with BellSouth Telecommunications, Inc. concerning Interconnection and Resale under the Telecommunications Act of 1996*
Docket No. 96-01271

On August 16, 1996, MCI filed its petition for arbitration with the TRA, pursuant to the Federal Telecommunications Act of 1996. An arbitration hearing was held on October 21-23, 1996, during which time MCI and BellSouth presented testimony in support of their respective positions. On November 14, 1996, the TRA rendered its decision on the issues presented in the arbitration proceedings and directed the parties to submit Final Best Offers on all unresolved issues by November 26, 1996. On November 25, 1996, the TRA issued its written "First Order of Arbitration Awards" memorializing its decision previously announced on November 14, 1996. The TRA, on December 3, 1996, held an arbitration conference to consider the Final Best Offers submitted. On January 23, 1997, the TRA entered its Second and Final Order of Arbitration Awards. On May 6, 1997, the TRA approved the MCI/BellSouth Interconnection Agreement. On June 5, 1997, MCI filed a Complaint for Declaratory and Injunctive Relief in the United States District Court under 47 U.S.C. § 252(e)(6) of the Act. At a status conference held on May 12, 2000 the Court found that in light of pending arbitration and other proceedings before the TRA, the action should be closed.

H. *Petition of NEXTLINK Tennessee, L.L.C. for Arbitration of an Interconnection Agreement with BellSouth Telecommunications, Inc. Pursuant to 47 U.S.C. § 252*
Docket No. 98-00123

On February 24, 1998, NEXTLINK filed a petition requesting that the TRA arbitrate certain issues that NEXTLINK and BellSouth had been unable to resolve through voluntary negotiation. After several pre-arbitration conferences, a hearing was held before the Arbitrators on August 24-25, 1998.

On October 6, 1998, the Arbitrators deliberated on the merits of this matter and determined that some issues or aspects of those issues should be resolved through the use of Final Best Offers. The parties filed their Final Best Offers on

October 21, 1998. BellSouth filed a reply to NEXTLINK's Final Best Offers on October 30, 1998. Hearings were held on August 24-25, 1998. On May 18, 1999, the TRA rendered its Final Order of Arbitration Award.

The parties jointly filed the Interconnection Agreement with the TRA on November 5, 1999. At a hearing held on March 28, 2000, the TRA approved the Interconnection Agreement and denied BellSouth's Motion to reject certain provisions of the Interconnection Agreement. On April 24, 2000 BellSouth filed a Motion for Clarification concerning reciprocal compensation for ISP traffic. The TRA issued an order on August 29, 2000 denying BellSouth's Motion for Clarification.

On September 28, 2000 BellSouth filed a Complaint and Petition for Judicial Review in the United States District Court. On May 4, 2001 BellSouth filed a Notice of FCC Order and included a notice that the parties settled all remaining issues. On May 31, 2001 the United States District Court issued an Order dismissing the appeal with the agreement of the parties.

i. *Petition by Sprint Communications Company, L.P. for Arbitration of Interconnection with BellSouth Telecommunications, Inc. Under the Telecommunications Act of 1996*
Docket No. 96-01411

Sprint requested interconnection negotiations with BellSouth on April 15, 1996. During the negotiations, the parties identified approximately 250 issues or areas of dispute, and the parties resolved the vast majority of those issues by agreement. On September 19, 1996, Sprint filed a Petition for Arbitration with the TRA which formally requested arbitration on approximately 50 issues that remained unresolved. On November 14, 1996, BellSouth and Sprint executed a Stipulation and Agreement whereby Sprint agreed to accept the outcome of AT&T and /or MCI arbitration decisions for its issues which were similar to the AT&T or MCI issues. The arbitration conference was held on January 7, 1997. The TRA issued its Final Order of Arbitration Awards on March 26, 1997. Sprint and BellSouth jointly filed their Interconnection Agreement on November 7, 1997. The TRA approved the Interconnection Agreement on December 2, 1997.

j. *Arbitration of the Interconnection Agreement Between BellSouth Telecommunications, Inc. and Time Warner Telecom of the Mid-South, L.P. Pursuant to Section 252(b) of the Telecommunications Act of 1996*
Docket No. 99-00797

BellSouth filed its Petition for Arbitration with the TRA on October 15, 1999, requesting the TRA to arbitrate one unresolved issue. The issue presented for arbitration was the appropriate definition of local traffic for the purposes of the parties' reciprocal compensation obligations. The TRA issued its Final Order of Arbitration Award on August 4, 2000. The Interconnection Agreement was filed with the TRA on January 17, 2001. An Amendment to the Interconnection Agreement replacing the local traffic definition was filed with the TRA on April 6, 2001. The TRA approved the Interconnection Agreement and the Amendment thereto by written Order dated April 12, 2001.

K. *Interconnection Agreement Negotiations Between AT&T Communications of the South Central States, Inc. TCG MidSouth, Inc. and BellSouth Telecommunications, Inc. Pursuant to 47 U.S.C. § 252*
Docket No. 00-00079

On February 4, 2000, AT&T filed its petition for arbitration. The petition contained 57 issues including sub-issues. At the March 14, 2000 Authority Conference, the Directors accepted the arbitration, appointed themselves as Arbitrators, appointed a Pre-Arbitration Officer, and directed the parties to participate in mediation. On November 21, 2000, the parties filed a joint matrix listing 19 disputed issues. The parties later agreed to resolve one additional issue. On April 9 and 10, 2001, the Directors, acting as arbitrators, conducted a hearing on the unresolved issues. On August 7, 2001, the parties notified the Authority that they had settled two additional issues.

The Arbitrators deliberated the merits on all outstanding issues on September 25, 2001 and issued its Final Order of Arbitration Award on November 29, 2001. On December 14, 2001, BellSouth requested reconsideration of six issues and AT&T requested reconsideration of two issues. The Arbitrators issued an order accepting the request on February 26, 2002 and rendered its decision on March 12, 2002. AT&T and BellSouth jointly filed their interconnection agreement on May 22, 2002. The Authority approved the agreement on August 19, 2002.

L. *Petition of MCImetro Access Transmission Services, LLC and Brooks Fiber Communications of Tennessee, Inc. for Arbitration of Certain Terms and Conditions of Proposed Agreement with BellSouth Telecommunications, Inc. Concerning Interconnection and Resale Under the Telecommunications Act of 1996*
Docket No. 00-00309

On April 14, 2000, MCI/Brooks Fiber filed its petition for arbitration. The petition contained 12 issues, including sub-issues. At the June 6, 2000 Authority Conference, the Directors accepted the arbitration, appointed themselves as Arbitrators, appointed a Pre-Arbitration Officer, and directed the parties to participate in mediation. On May 7 and 8, 2001, the Directors, acting as arbitrators, conducted a hearing on the 28 remaining unresolved issues.

The Arbitrators deliberated the merits on all outstanding issues on December 18, 2001, resolving all but three issues and requesting Best and Final Offers to be submitted to the Authority on January 11, 2002. The parties submitted those offers as requested and the Authority deliberated the merits on February 26, 2002. On March 28, 2002, the parties requested permission to submit Best and Final Offers on one additional issue where agreement on contract language could not be reached. The parties submitted the Best and Final for this remaining issue on April 19, 2002. On May 30, 2002, the Authority adopted MCI's Best and Final Offer. MCI and Bellsouth jointly filed their interconnection agreement on July 15, 2002. The Authority approved the agreement on August 19, 2002.

M. *Petition of Sprint Communications Company L.P. for Arbitration with BellSouth Telecommunications, Inc. Pursuant to Section 252(b) of the Telecommunications Act of 1996*
Docket No. 00-00691

Sprint filed for arbitration August 7, 2000. BST filed its response on September 9, 2001. The TRA rejected Sprint's Schedule B Issues. The parties agreed that several "Schedule B" issues should be arbitrated. The hearing officer ruled that the performance measurements issues should be moved to the generic docket. All issues were deferred or settled except EELs and new combinations. A Final Order was issued January 24, 2002. On February 26, 2002, the TRA declined to approve the parties' negotiated agreement. The TRA allowed the agreement to go into effect as of April 24, 2002.